

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
RIVER CITY RENAISSANCE, LC, & RIVER)	(Joint Administration)
CITY RENAISSANCE III, LC,)	
)	
Debtors.)	Case No. 14-34080-KLP
)	

**DECLARATION OF ROBBIN S. RAHMAN
IN SUPPORT OF RCR HOLDER'S REQUEST FOR FINDING
THAT IT IS A GOOD FAITH PURCHASER AND ENTITLED TO THE
PROTECTIONS OF SECTIONS 363(M) AND (N) OF THE BANKRUPTCY CODE**

Robbin S. Rahman declares as follows:

1. I am counsel with the law firm of Kilpatrick Townsend & Stockton LLP. In this capacity I serve as counsel to U.S. Bank National Association, as trustee, successor-in-interest to Bank of America, N.A., as trustee, successor to Wells Fargo Bank, N.A., as trustee for the registered holders of Wachovia Bank Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, Series 2005-C22 and its Special Servicer, CWC Capital Asset Management LLC. I make this declaration based on my personal knowledge of the facts and circumstances relevant to this matter and I am competent to testify to the same.

2. I reviewed all of the various materials prepared by Debtor River City Renaissance, LC (the "Seller") and its professionals with respect to their efforts to sell the properties referred to in the *Motion for Order (I) Approving Sale of Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [ECF No.

271] (the “Sale Motion”) as the “RCR Properties”. In connection with this review, I am familiar with all of the facts and circumstances related to the auction process established by the Seller and personally attended the live auction held on December 18, 2014 (the “Auction”). As a result, I can make the assertions and declarations set forth herein from personal knowledge.

3. I have not engaged in any collusive or other improper conduct in connection with the Seller’s efforts to sell the RCR Properties, including without limitation any bid-rigging or efforts to manipulate the bidding.

4. At all times, I engaged in the process to sell the RCR Properties in good faith, including with respect to the Auction and all other circumstances related thereto.

5. Throughout the process established by the Seller and its professionals to market and sell the RCR Properties, I have refrained from interfering with or otherwise impairing or impacting the Debtors’ freedom to deal with any other party interested in purchasing the RCR Properties.

I declare under the penalty of perjury under the laws of the State of Georgia that the foregoing is true and correct.

EXECUTED at Atlanta, Georgia this 13th day of January, 2015 by Robbin S. Rahman.



Robbin S. Rahman